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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ENN Energy Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to ENN Energy Holdings Limited. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.



新奥能源控股有限公司 ENN Energy Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2688)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE ITS OWN SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of ENN Energy Holdings Limited to be held at Tianshan & Lushan Rooms, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Friday, 30 May 2014 at 11:00 a.m. is set out on pages 17 to 22 of this Circular.

Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

28 April 2014

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Tianshan & Lushan Rooms, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 30 May 2014 at 11:00 a.m.
“Articles of Association”	the articles of association of the Company, as originally adopted or as from time to time altered in accordance with the Companies Law (Chapter 22) of the Cayman Islands or any applicable laws
“Board”	the board of Directors
“Buyback Mandate”	the proposed general mandate authorising the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the resolution approving the Buyback Mandate
“Company”	ENN Energy Holdings Limited, an exempted company incorporated in the Cayman Islands on 20 July 2000 with limited liability which listed on the Main Board
“Director(s)”	the director(s) of the Company
“EGII”	ENN Group International Investment Limited
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the purposed general mandate authorising the Directors to allot, issue and deal with Shares not exceeding 10% of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	24 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



新奥能源控股有限公司
ENN Energy Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2688)

Executive Directors:

Mr. WANG Yusuo (*Chairman*)
Mr. CHEUNG Yip Sang (*Vice Chairman*)
Mr. ZHAO Jinfeng
Mr. YU Jianchao
Mr. HAN Jishen (*President*)
Mr. WANG Dongzhi (*Chief Financial Officer*)

Non-executive Directors:

Mr. WANG Zizheng
Mr. JIN Yongsheng
Mr. LIM Haw Kuang

Independent Non-executive Directors:

Mr. WANG Guangtian
Ms. YIEN Yu Yu, Catherine
Mr. KONG Chung Kau
Mr. MA Zhixiang
Mr. YUEN Po Kwong

Registered Office:

Ugland House
P O Box 309
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Principal place of

business in Hong Kong:
Rooms 3101-04, 31st Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

Head office in the PRC:

Building A, ENN Industrial Park
Xinyuan DongDao Road
Economic and Technological
Development Zone
Langfang City
Hebei Province
The PRC

28 April 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND
TO REPURCHASE ITS OWN SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed renewal of the general mandates to allot, issue and deal with Shares and to repurchase its own Shares and (ii) the proposed re-election of retiring Directors, and to seek your approval of the relevant ordinary resolutions relating to (i) and (ii) at the Annual General Meeting.

ISSUE MANDATE

On 21 May 2013, an ordinary resolution to give a general mandate to the Director to issue Shares was not approved by the Shareholders. It is therefore proposed a new general mandate at the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate, details of which are set out in ordinary resolutions numbered 5 and 7 respectively in the notice of Annual General Meeting.

Subject to the passing of the ordinary resolution granting the Issue Mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior the Annual General Meeting, the Company would be allowed under such Issue Mandate to issue a maximum of 108,285,939 Shares representing 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution approving the Issue Mandate.

BUYBACK MANDATE

On 21 May 2013, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew such general mandate at the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Buyback Mandate, details of which are set out in ordinary resolution numbered 6 in the notice of Annual General Meeting. On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Shares which may be repurchased pursuant to the Buyback Mandate are limited to a maximum of 108,285,939 Shares representing 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution approving the Buyback Mandate.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Buyback Mandate, is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. WANG Yusuo, Mr. CHEUNG Yip Sang, Mr. ZHAO Jinfeng, Mr. YU Jianchao, Mr. HAN Jishen, and Mr. WANG Dongzhi; and the Non-executive Directors were Mr. WANG Zizheng, Mr. JIN Yongsheng and Mr. LIM Haw Kuang; and the Independent Non-executive Directors were Mr. WANG Guangtian, Ms. YIEN Yu Yu, Catherine, Mr. KONG Chung Kau, Mr. MA Zhixiang and Mr. YUEN Po Kwong.

In accordance with Article 99 of the Articles of Association, Mr. WANG Zizheng, Mr. MA Zhixiang and Mr. YUEN Po Kwong shall retire at the Annual General Meeting.

In addition, in accordance with Article 116 of the Article of Association, Mr. WANG Yusuo, Mr. ZHAO Jinfeng, Mr. YU Jianchao, Ms. YIEN Yu Yu, Catherine and Mr. KONG Chung Kau shall retire by rotation at the Annual General Meeting. Among the above retiring Directors, Mr. WANG Yusuo, Mr. YU Jianchao and Ms. YIEN Yu Yu, Catherine, being eligible, will offer themselves for re-election, while Mr. ZHAO Jinfeng and Mr. KONG Chung Kau do not offer themselves for re-election due to personal development and shall retire at the Annual General Meeting.

In accordance with Article 118 of the Articles of Association, it will be proposed at the Annual General Meeting to resolve not to fill up the vacated offices resulting from the retirements of Mr. ZHAO Jinfeng and Mr. KONG Chung Kau as Directors.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, if an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders, and the papers to shareholders accompanying that resolution should include the reasons why the board believes he is still independent and should be re-elected.

Ms. YIEN Yu Yu, Catherine (“Ms. YIEN”) was appointed as an Independent Non-executive Director (“INED”) on 28 September 2004. She has served the Company for more than 9 years as of the Latest Practicable Date and will retire by rotation at the Annual General Meeting. The Board intends to further appoint Ms. YIEN as an INED. During her tenure of office over the past 9 years, Ms. YIEN has been able to fulfill all the requirements regarding independence of INED and provide annual confirmation of independence to the Company under Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as of the Latest Practicable Date, the Company is not aware of any foreseeable events that may occur and affect the independence of Ms. YIEN in the near future. Hence, the Board believes that Ms. YIEN is and will continue to be independent of the Company unless unexpected circumstances arise in the future. The Company will continue to review the independence of Ms. YIEN annually and take all appropriate measures to ensure compliance of relevant provisions regarding independence of INED in the Listing Rules.

LETTER FROM THE BOARD

On the other hand, during her tenure of office, Ms. YIEN had performed her duties as INED to the satisfaction of the Board. Through exercising the scrutinizing and monitoring function of INED, she had contributed to an upright and efficient Board for the interest of Shareholders. In view of the above, the Board considers that the re-election of Ms. YIEN as INED is beneficial to the Board, the Company and the Shareholders as a whole.

Pursuant to the requirement of the Listing Rules, separate ordinary resolution will be proposed at the Annual General Meeting to approve the re-election of Ms. YIEN as director.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 17 to 22 of this circular to consider, among other things, the ordinary resolutions relating to the Issue Mandate, the Buyback Mandate, the extension of the Issue Mandate and the re-election of retiring Directors.

ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the accompanying proxy form and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so desire.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Buyback Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are all in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant ordinary resolutions to be proposed at the Annual General Meeting. So far as the Directors are aware, as at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of the resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
ENN ENERGY HOLDINGS LIMITED
WANG Yusuo
Chairman

28 April 2014

As at the date of this circular, the Board comprises 14 Directors, of whom Mr. WANG Yusuo, Mr. CHEUNG Yip Sang, Mr. ZHAO Jinfeng, Mr. YU Jianchao, Mr. HAN Jishen and Mr. WANG Dongzhi are Executive Directors; Mr. WANG Zizheng, Mr. JIN Yongsheng and Mr. LIM Haw Kuang are Non-executive Directors; Mr. WANG Guangtian, Ms. YIEN Yu Yu, Catherine, Mr. KONG Chung Kau, Mr. MA Zhixiang and Mr. YUEN Po Kwong are Independent Non-executive Directors.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with requisite information for your consideration of the Buyback Mandate.

1. EXERCISE OF THE BUYBACK MANDATE

Exercise in full of the Buyback Mandate, on the basis of 1,082,859,397 Shares in issue at the Latest Practicable Date could result in up to 108,285,939 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Buyback Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a Share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the 2013 annual report of the Company) in the event that the Buyback Mandate is exercised in full. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buyback Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates (as defined in the Listing Rules), have any present intention, if the Buyback Mandate is exercised, to sell Shares to the Company.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. WANG Yusuo (director of the Company) and Ms. ZHAO Baoju (the spouse of Mr. WANG Yusuo), together with EGII (a company which is beneficially owned as to 50% by Mr. WANG Yusuo and 50% by Ms. ZHAO Baoju) were beneficially interested in an aggregate of 326,095,000 Shares, representing approximately 30.11% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares under the Buyback Mandate, the shareholdings of Mr. WANG Yusuo and Ms. ZHAO Baoju together with EGII would be increased to approximately 33.46% of the issued share capital of the Company. Then, Mr. WANG Yusuo and Ms. ZHAO Baoju together with EGII could be required under Rule 26 of the Takeovers Code to make a mandatory offer in respect of all the issued shares of the Company by reason of such increase.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Buyback Mandate. The Directors will use their best endeavours to ensure that the Buyback Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company. The Directors have no intention to exercise the Buyback Mandate which may result in possible mandatory offer being made under the Takeovers Code.

5. SHARE PURCHASED BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

6. SHARE PRICES

The table below is a summary of the monthly highest and lowest traded prices in each of the previous twelve months prior to the Latest Practicable Date and for the month of April 2014 up to the Latest Practicable Date:

	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
2013		
April	46.00	41.20
May	46.95	40.85
June	45.00	38.35
July	44.95	39.80
August	43.60	37.00
September	45.40	37.80
October	47.45	43.00
November	54.75	42.30
December	58.70	50.95
2014		
January	58.60	49.10
February	55.15	47.30
March	55.15	47.50
April (up to Latest Practicable Date)	59.05	53.55

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

MR. WANG YUSUO

Mr. WANG Yusuo, aged 50, is a co-founder, the Chairman and an Executive Director of the Company and also the chairman of the Nomination Committee of the Company. He is responsible for overseeing the Group's overall strategic planning and providing leadership for and overseeing the functioning of the Board. Mr. WANG has over 27 years of experience in the investment in, and the management of, the gas business in the PRC. He holds a PhD qualification in management from the Tianjin University of Finance and Economics. Mr. Wang is currently a committee member of the Twelfth Chinese People's Political Consultative Conference.

Mr. WANG holds various directorships in principal subsidiaries of the Group. He is also the Chairman of Hebei Veyong Bio-Chemical Co., Ltd., a company listed in the PRC. Save as disclosed above, Mr. WANG has not held any other positions with any other members of the Group and in the last three years, he had not held any other directorships in any other listed public companies.

Mr. WANG has entered into a service contract with the Company for the term of three years commencing on 1 March 2001, which will be automatically renewed upon expiry of its term unless otherwise earlier terminated by either party by giving the other party not less than 6 months' prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Mr. WANG is a director and shareholder of EGII, which is a controlling Shareholder of the Company. Mr. WANG is the father of Mr. WANG Zizheng, spouse of Ms. ZHAO Baoju and the brother-in-law of Mr. ZHAO Jinfeng. Mr. WANG and Ms. ZHAO Baoju jointly own various investment holding companies. Save as disclosed above, Mr. WANG does not have any other relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, together with his spouse holding 100% of equity interest in EGII, which holds 326,095,000 Shares, Mr. WANG did not have any other interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Executive Directors are determined by reference to his duties and responsibilities with the Company, the remuneration policy of the Company, his performance, the Company's performance and profitability, as well as the market benchmark. Pursuant to the terms of the service contract, Mr. WANG received annual remuneration of RMB2,495,000 for the year ended 31 December 2013.

Save as disclosed above, Mr. WANG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

MR. YU JIANCHAO

Mr. YU Jianchao, aged 45, is an Executive Director and the Finance Director of the Company and has joined the Group since 1998. He holds various directorships in principal subsidiaries of the Group. He graduated from the Hebei Economics and Finance College in 1993 and obtained an executive master's degree in business administration from the Sino-Europe International Business School in 2005. Prior to joining the Group, he worked as the chief accountant for a number of foreign enterprises, including GSK (Langfang) Co., Ltd. and Nissin Foods Co., Ltd. Mr. YU has over 25 years of experience in accounting and financial management.

Save as disclosed above, Mr. YU has not held any other positions with any other members of the Group and in the last three years, he had not held any directorships in any listed public companies.

Mr. YU has entered into a service contract with the Company for the term of three years commencing on 1 March 2001 which will be automatically renewed upon expiry of its term unless otherwise earlier terminated by either party by giving the other party not less than 6 months' prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Mr. YU is a director of EGII, which is a controlling Shareholder of the Company. Save as disclosed above, Mr. YU does not have any other relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. YU did not have any other interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Executive Directors are determined by reference to his duties and responsibilities with the Company, the remuneration policy of the Company, his performance, the Company's performance and profitability, as well as the market benchmark. Pursuant to the terms of the service contract, Mr. YU received annual remuneration of RMB576,000 for the year ended 31 December 2013.

Save as disclosed above, Mr. YU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

MS. YIEN YU YU, CATHERINE

Ms. YIEN Yu Yu, Catherine, aged 43, is an Independent Non-executive Director appointed by the Company in 2004. She is also a member of the audit committee and the remuneration committee of the Company. She is currently a director of Rothschild (Hong Kong) Limited. She graduated from the Imperial College of Science, Technology and Medicine of University of London in England with a Joint Honours Degree in Mathematics with Management (BScHons). Ms. YIEN is a holder of the Chartered Financial Analyst designation and an ordinary member of the Hong Kong Securities Institute. She has extensive experience in the areas of corporate finance, investment, mergers and acquisitions.

Save as disclosed above, Ms. YIEN has not held any positions with any members of the Group and in the last three years, she had not held any other directorships in any listed public companies.

Ms. YIEN has entered into a letter of appointment with the Company for the term of three years commencing on 1 March 2010, which will be automatically renewed upon expiry of its term unless otherwise earlier terminated by either party by giving the other party not less than 6 months' prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Ms. YIEN does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, save for the interest in share options granted by the Company to subscribe for 200,000 Shares, Ms. YIEN did not have any other interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Independent Non-executive Directors are determined by reference to her duties and responsibilities with the Company, the remuneration policy of the Company and the market benchmark. Pursuant to the terms of the letter of appointment, Ms. YIEN received annual remuneration of RMB192,000 for the year ended 31 December 2013.

Save as disclosed above, Ms. YIEN has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

MR. WANG ZIZHENG

Mr. WANG Zizheng, aged 26, is a Non-executive Director appointed by the Company on 24 March 2014. Mr. WANG is graduated from Shanghai Tongji University with a bachelor's degree majoring in urban planning. Mr. Wang attended training in various departments in EGII, the Company's controlling shareholder since his graduation. He was appointed as a senior investment manager in international investment department under EGII which focused major on investment, merger & acquisition and operation management of overseas LNG refueling stations, hence gained considerable experience in natural gas business.

Save as disclosed above, Mr. WANG has not held any other positions with any other members of the Group and in the last three years, he had not held any directorships in any listed public companies.

Mr. WANG has entered into a letter of appointment with the Company for the term of three years commencing on 24 March 2014, which will be automatically renewed upon expiry of its term unless otherwise earlier terminated by either party by giving the other party not less than 3 months' prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Mr. WANG is the chairman of EGII since February 2014 and at the same time was the director of two subsidiaries of EGII. He is the son of Mr. WANG Yusuo and Ms. ZHAO Baoju. Save as disclosed above, Mr. WANG does not have any other relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. WANG did not have any other interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Non-executive Directors are determined by reference to his duties and responsibilities with the Company, the remuneration policy of the Company and the market benchmark. Pursuant to the terms of the letter of appointment, Mr. WANG is entitled to receive annual remuneration of RMB200,000.

Save as disclosed above, Mr. WANG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

MR. MA ZHIXIANG

Mr. MA Zhixiang, aged 62, is an Independent Non-executive Director appointed by the Company on 24 March 2014. He is also a member of audit committee, remuneration committee and nomination committee of the Company. Mr. MA is graduated from School of Mechanics of University of Petroleum (East China) with a doctor's degree in engineering in storage and transportation. Mr. Ma has extensive experience in petroleum and natural gas industry. He has held senior management positions in China Petroleum Pipeline Bureau and PetroChina Company Limited and has resigned from these positions in March 2012. Mr. Ma is a State Council Expert for Special Allowance.

Save as disclosed above, Mr. MA has not held any positions with any members of the Group and in the last three years, he had not held any other directorships in any listed public companies.

Mr. MA has entered into a letter of appointment with the Company for the term of three years commencing on 24 March 2014, which will be automatically renewed upon expiry of its term unless otherwise earlier terminated by either party by giving the other party not less than 3 months' prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Mr. MA does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. MA did not have any other interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Independent Non-executive Directors are determined by reference to his duties and responsibilities with the Company, the remuneration policy of the Company and the market benchmark. Pursuant to the terms of the letter of appointment, Mr. MA is entitled to receive annual remuneration of RMB200,000.

Save as disclosed above, Mr. MA has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

MR. YUEN PO KWONG

Mr. YUEN Po Kwong, aged 45, is an Independent Non-executive Director appointed by the Company on 24 March 2014. He is also a member of audit committee, remuneration committee and nomination committee of the Company. Mr. YUEN is graduated from Oxford University with a M.A. in Chemistry and from Cornell University with a Master of Science in Synthetic Organic Chemistry. Mr. Yuen then attended College of Law in Guildford, England and obtained his Diploma in Law (with Distinction) and Diploma in Legal Studies. Mr. Yuen has extensive experience in regulatory and corporate compliance. He is a partner of Fangda Partners specialising in dispute resolution and contentious regulatory compliance. Prior joining Fangda Partners to establish its Hong Kong office in 2012, Mr. Yuen was a partner of one of the “Magic Circle Firms”, specialising in resolving China related disputes. Before becoming a lawyer, Mr. Yuen was a teaching fellow of Cornell University.

Save as disclosed above, Mr. YUEN has not held any positions with any members of the Group and in the last three years, he had not held any other directorships in any listed public companies.

Mr. YUEN has entered into a letter of appointment with the Company for the term of three years commencing on 24 March 2014, which will be automatically renewed upon expiry of its term unless otherwise earlier terminated by either party by giving the other party not less than 3 months’ prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Mr. YUEN does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. YUEN did not have any other interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Independent Non-executive Directors are determined by reference to his duties and responsibilities with the Company, the remuneration policy of the Company and the market benchmark. Pursuant to the terms of the letter of appointment, Mr. YUEN is entitled to receive annual remuneration of RMB200,000.

Save as disclosed above, Mr. YUEN has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.



新奥能源控股有限公司
ENN Energy Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2688)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of ENN Energy Holdings Limited (the “Company”) will be held at Tianshan & Lushan Rooms, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 30 May 2014 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements for the year ended 31 December 2013 together with the directors’ and independent auditor’s reports;
2. To declare a final dividend for the year ended 31 December 2013;
3. (a) Each as a separate resolution to re-elect the following retiring directors:
 - (i) To re-elect Mr. WANG Yusuo as director;
 - (ii) To re-elect Mr. YU Jianchao as director;
 - (iii) To re-elect Ms. YIEN Yu Yu, Catherine as director;
 - (iv) To re-elect Mr. WANG Zizheng as director;
 - (v) To re-elect Mr. MA Zhixiang as director;
 - (vi) To re-elect Mr. YUEN Po Kwong as director;
3. (b) To resolve not to fill up the vacated offices resulting from the retirement of Mr. ZHAO Jinfeng and Mr. KONG Chung Kau as directors; and
3. (c) To authorise the board of directors to fix the directors’ remuneration;
4. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix their remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass with or without modifications, the following resolutions, of which Resolutions Nos. 5, 6 and 7 will be proposed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**
- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
 - (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to any officers, employees and/or directors of the Company and/or any of its subsidiaries and/or any other participants of such scheme or arrangement of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 10% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal value of shares in the capital of the Company repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of this Resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

7. “**THAT** conditional upon Resolutions numbered 5 and 6 set out in the notice of this meeting being passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued shares pursuant to Resolution numbered 5 set out in the notice of this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution numbered 6 set out in the notice of this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of the said Resolution.”

By Order of the Board
ENN ENERGY HOLDINGS LIMITED
WONG Chui Lai
Company Secretary

Hong Kong, 28 April 2014

NOTICE OF ANNUAL GENERAL MEETING

Principal place of business in Hong Kong:

Rooms 3101-04, 31st Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

Notes:

1. Every shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting at the Meeting if the shareholder of the Company so desires.
4. Where there are joint registered holders of any share in the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the relevant joint holding.
5. For the purpose of determining the identity of shareholders of the Company who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 28 May 2014 to Friday, 30 May 2014, both days inclusive, during which period no share transfer will be effected. In order to qualify for attending and voting at the Meeting, all transfers of shares in the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 27 May 2014.
6. For the purpose of determining the entitlements to the proposed final dividend, the register of members of the Company will be closed from Monday, 9 June 2014 to Tuesday, 10 June 2014, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to qualify for the proposed final dividend, all transfers of shares in the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 6 June 2014.
7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
8. With regard to the resolution referred to in item 3(a) of this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. WANG Yusuo, Mr. YU Jianchao, Ms. YIEN Yu Yu, Catherine, Mr. WANG Zizheng, Mr. MA Zhixiang and Mr. YUEN Po Kwong, be re-elected as directors of the Company. Particulars of the said retiring directors are set out in Appendix II to the circular to the shareholders of the Company dated 28 April 2014.

NOTICE OF ANNUAL GENERAL MEETING

9. With regard to the resolutions referred to in items 5, 6 and 7 of this notice, the board of directors of the Company proposes to seek its shareholders' approval of the general mandates to issue shares in the Company and to repurchase shares in the Company and a circular in connection with such proposals will be despatched to the shareholders of the Company.

10. As at the date of this notice, the board of directors of the Company comprises six executive directors, namely Mr. WANG Yusuo (Chairman), Mr. CHEUNG Yip Sang (Vice Chairman), Mr. ZHAO Jinfeng, Mr. YU Jianchao, Mr. HAN Jishen (President), and Mr. WANG Dongzhi (Chief Financial Officer); three Non-executive directors, namely Mr. WANG Zizheng, Mr. JIN Yongsheng and Mr. LIM Haw Kuang; and five Independent Non-executive directors, namely Mr. WANG Guangtian, Ms. YIEN Yu Yu, Catherine, Mr. KONG Chung Kau, Mr. MA Zhixiang and Mr. YUEN Po Kwong.